

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

**GARY PEARLMAN, Derivatively on
Behalf of Nominal Defendant Superior
Offshore International, Inc.,**

Plaintiff,

VS.

CIVIL ACTION NO. H-08-0740

LOUIS E. SCHAEFER, JR., JAMES J. MERMIS, PATRICE CHEMIN, ROBERT D. BURKS, JOSHUA KOCH, E. DONALD TERRY, LEON CODRON, JAMES L. PERSKEY, and ERIC N. SMITH

Defendants,

and

**SUPERIOR OFFSHORE
INTERNATIONAL, INC.**

Nominal Defendant.

MOTION TO DISMISS PARTIES

**To the Honorable Nancy F. Atlas,
United States District Judge:**

H. Malcolm Lovett, Jr., the plan agent under the confirmed plan of liquidation, (the “Plan Agent”) files this Motion to Dismiss Parties.

Requested Relief

1. Pursuant to a negotiated settlement, the Plan Agent seeks to dismiss all claims against Leon Codron, James L. Persky, Eric N. Smith and E. Donald Terry (collectively, the “Outside Directors”) with prejudice. Each party shall bear its respective costs.

Relevant Background

2. On April 24, 2008, Superior Offshore International, Inc. (“Superior”) filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Under applicable law, all derivative claims asserted in this action became property of Superior’s bankruptcy estate.

3. On January 28, 2009, the Court entered an order confirming the First Amended Joint Chapter 11 Plan of Liquidation (the “Plan”). The Plan became effective on February 11, 2009. Under the Plan, the Plan Agent is the sole representative of Superior during its liquidation.

4. The Plan also provides for the appointment of a post-confirmation committee (the “PCC”). Pursuant to paragraph 7.10 of the Plan, the PCC has:

the right to review, prosecute and settle all claims and Causes of Action against the Debtor’s former officers and directors . . . including but not limited to all derivative claims (including but not limited to *Barbara Fontenenlle, derivatively on behalf of Nominal Defendant Superior Offshore International, Inc.*, Cause No. 2008-16760, filed in the 234th Judicial District of Harris, County, Texas and *Gary Pearlman, derivatively on behalf of Nominal Defendant Superior Offshore International, Inc.*, Civil Action No. H-08-0740, filed in the Southern District of Texas, Houston Division).

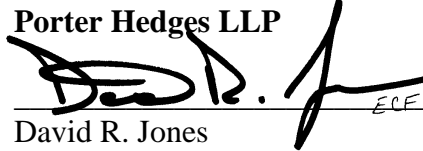
5. Pursuant to its authority, the PCC reached a settlement with the Outside Directors on or about April 13, 2011. Under the terms of the agreement, all claims against the Outside Directors are to be dismissed with prejudice. The Plan Agent has filed this motion to assist in the implementation of the settlement.

Accordingly, the Plan Agent requests that the Court dismiss all claims against the Outside Directors with prejudice with each party to bear its respective costs and grant such other just relief.

Dated: May 10, 2011.

Porter Hedges LLP

By:

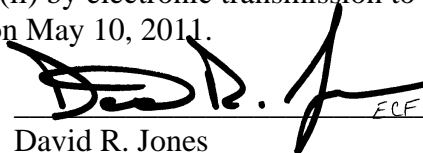
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Attorneys for the Plan Agent

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing instrument was duly served (i) by United States first class mail, with proper postage affixed, to David E. Sharp, 700 Louisiana, Suite 2300, Houston, Texas 77002, Stephen Crain, Bracewell Giuliani, LLP, 711 Louisiana, Suite 2300, Houston, Texas 77002, Michael Biles, Greenberg Traurig, LLP, 300 West 6th Street, Suite 2050, Austin, Texas 78701 and James Edward Maloney, Baker & Botts, 910 Louisiana, Suite 3000, Houston, Texas 77002; and (ii) by electronic transmission to all registered ECF users appearing in this adversary proceeding on May 10, 2011.

 ECF

David R. Jones